

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** FS-IP LLC

2. **All other names debtor used in the last 8 years** SID-IP LLC

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 8 2 - 2 3 4 5 6 7 4

4. **Debtor's address**

Principal place of business	Mailing address, if different from principal place of business
5800 NW Pinefarm Place Hillsboro, OR 97124	

Washington County
County

Location of principal assets, if different from principal place of business

5. **Debtor's website (URL)** _____

6. **Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor FS-IP LLC Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.naics.com/search/>.

5 1 8 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor Advance Science Technologies, Inc. Relationship Affiliate
District Southern District of New York When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Voluntary Petition for Non-Individuals Filing for Bankruptcy

Debtor FS-IP LLC Case number (if known) _____
Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor FS-IP LLC Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/29/2017
MM / DD / YYYY

X

/s/ Sean Sullivan

Signature of authorized representative of debtor

Title Vice President, Treasurer

Sean Sullivan

Printed name

18. Signature of attorney

X

/s/ Schuyler Carroll

Signature of attorney for debtor

Date

12/29/2017

MM / DD / YYYY

Schuyler Carroll
Perkins Coie LLP
30 Rockefeller Plaza
22nd Floor
New York, NY 10112

212.262.6905

Contact phone

2511707

Bar number

scarroll@perkinscoie.com

Email address

NY

State

FS-IP LLC

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE MEMBER
AND MANAGERS**

The undersigned, being the sole Member and all of the Managers of FS-IP LLC, a New York limited liability company (the “**Company**”), acting by written consent without a meeting pursuant to Section 408 of the New York Limited Liability Company Law, do hereby consent to the adoption of the following resolutions:

WHEREAS, the Member and Managers have considered presentations by the Company’s management (the “**Management**”) and financial and legal advisors (collectively, the “**Advisors**”) regarding the liabilities and liquidity of the Company, strategic alternatives available to it, and the effect of the foregoing on the Company’s business;

WHEREAS, in connection therewith, the Company has negotiated a restructuring support agreement (the “**Restructuring Support Agreement**”), by and among the Company, (i) SureID, Inc. (n/k/a Fortior Solutions, Inc.) (“**SureID, Inc.**”), (ii) Advance Science Technologies, Inc., (iii) FS Merger Sub, Inc., (iv) FSIHC, LLC, (v) FS-IS LLC, (vi) Fortior Solutions Holdings, Inc., (vii) each lender party to the Credit Agreement (as such terms are defined in the Restructuring Support Agreement) and (viii) Goldman Sachs Specialty Lending Group, L.P., as administrative agent for the Lenders, pursuant to which SureID and its subsidiaries, including the Company, will restructure its obligations under the Credit and Guaranty Agreement (as such term is defined in the Restructuring Support Agreement) on the terms set forth in the Restructuring Support Agreement;

WHEREAS, the Member and Managers have previously approved the Restructuring Support Agreement and authorized and directed any manager and officer of the Company (each, an “**Authorized Officer**” and collectively, the “**Authorized Officers**”) to prepare and distribute to its Member and the shareholders of Member, an information and disclosure statement (the “**Disclosure Statement**”) soliciting, among other things, acceptances (the “**Solicitation**”) of a prepackaged Chapter 11 plan of reorganization (the “**Plan**”), substantially in the form presented to the Member and Managers, with such changes as the Authorized Officers shall deem reasonably necessary and appropriate, any amendment or supplement thereto, in the form as any such Authorized Officer shall approve, such approval to be conclusively evidenced by the distribution of each such Disclosure Statement, or amendment or supplement thereto;

WHEREAS, the Solicitation has concluded with 100% of the votes received from holders of Class 3 Claims and Class 6 Claims (as defined in the Plan), the only classes entitled to vote, voting to accept the Plan; and

WHEREAS, the Member and Managers discussed the foregoing with the Management and the Advisors and has determined, in the judgment of Member and Managers, that it is

in the best interests of the Company, its member, its creditors, and other parties in interest for the Company to file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

APPROVAL OF CHAPTER 11 FILING AND PLAN

NOW, THEREFORE, IT IS:

RESOLVED, the Company hereby is authorized and empowered to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, and therefore commence a proceeding under the Bankruptcy Code (the “**Bankruptcy Case**”).

RESOLVED, the Authorized Officers are, and each of them individually is, authorized and empowered to execute and file on behalf of the Company, including in the Company’s capacity as shareholder or member of its subsidiaries, all petitions, schedules, lists, applications, documents, declarations, statements, motions, pleadings, consents and other papers including the Plan, the Plan Supplement (as such term is defined in the Restructuring Support Agreement or Plan), and the Disclosure Statement, in connection with the Bankruptcy Case, and to take any and all action that they deem (or Bankruptcy Counsel advises) necessary or proper to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the Company’s assets and any other transaction deemed necessary or proper to protect and advance the interests of the Company.

RESOLVED, the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials or instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur such fees and expenses as such Authorized Officers deem to be necessary, appropriate or advisable to carry out the purposes of these Resolutions and the transactions contemplated thereunder and to successfully consummate the Plan, complete the Bankruptcy Case, the taking of any action to constitute conclusive evidence and the exercise of discretionary authority.

RETENTION OF PROFESSIONALS

RESOLVED, each Authorized Officer hereby is authorized and directed to engage the law firm of Perkins Coie LLP as counsel to represent and assist the Company in carrying out and fulfilling its duties and obligations under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Perkins Coie LLP.

RESOLVED, each Authorized Officer hereby is authorized and directed to engage any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as they deem necessary.

GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED, the actions heretofore taken by the Authorized Officers of the Company in connection with the foregoing resolutions are hereby in all respects confirmed, approved and ratified; the Authorized Officers of the Company, together or individually, may take any and all action and do any and all things as may be deemed by any of them to be necessary or advisable or appropriate to carry out the purposes and intent of the foregoing resolutions; and the taking of any and all such action and the performance of any and all such things by any of them in connection with the foregoing shall conclusively establish such officer's authority therefor from the Company and the approval and ratification therefor by the Company.

[Signature page(s) to follow]

This Joint Unanimous Written Consent may be signed in two or more counterparts, each of which shall be an original, and all of which shall be deemed one instrument.

IN WITNESS WHEREOF, the undersigned Member and Managers have duly executed this Joint Unanimous Written Consent as of December 28, 2017.

SOLE MEMBER:

MANAGERS:

FORTIOR SOLUTIONS, INC., an Oregon
corporation

By: /s/ James Robell
Name: James Robell
Title: President and CEO

/s/ Katherine Cowan
Katherine Cowan

/s/ James Robell
James Robell

/s/ Sean Sullivan
Sean Sullivan

☐ Check if this is an amended filing

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

[illegible]

Fill in this information to identify the case and this filing:

Debtor Name FS-IP LLC
United States Bankruptcy Court for the: Southern District of New York
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Voluntary Petition

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/29/2017
MM / DD / YYYY

x


Signature of individual signing on behalf of debtor

Printed name

Sean Sullivan
Vice President + Treasurer
Position or relationship to debtor

Declaration Under Penalty of Perjury for Non-Individual Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**


-----	X	
In re:	:	Chapter 11
	:	
FS-IP LLC,	:	Case No. 17-_____()
	:	
Debtor.	:	
	:	
-----	X	

**CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FED. R. BANKR. P. 1007(a)(1), 7007.1 AND LOCAL RULE 1007-3**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, FS-IP LLC, represents as follows:

1. FS-IP LLC, a New York limited liability company, is a wholly owned subsidiary of Fortior Solutions, Inc.. Neither FS-IP LLC nor Fortior Solutions, Inc. is a publicly traded company.
2. FS-IP LLC does not directly or indirectly own 10% or more of any class of equity interest in any publicly traded corporation nor any interest in any general or limited partnership or joint venture.

Dated: December 29, 2017



Sean Sullivan
Officer